



Thirumalai Chemicals Ltd.

CIN : L24100MH1972PLC016149

Regd. Office : Thirumalai House, Plot No.101/102, Sion-Matunga Estate, Scheme No. 6, Road No. 29, Sion (E), MUMBAI-400 022. India.
Phone : +91-22-4368 6200 / 2401 7841 • Fax : +91-22-2401 1699
E-mail : thirumalai@thirumalaichemicals.com • Website : [http:// www.thirumalaichemicals.com](http://www.thirumalaichemicals.com)

ISO 9001, ISO 14001
HACCP CERTIFIED COMPANY

August 05, 2015

Department of Corporate Services
Bombay Stock Exchange Ltd.
P.J. Towers, 25th Floor,
MUMBAI – 400 001
Fax No: 22723121/2037/3719/2941

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
MUMBAI – 400 051
Fax No: 26598237/8238

Dear Sir,

Ref.: **Scrip code: 500412 / TIRUMALCHM**

Re: **Clause 31 (d) / Clause 35A of the Listing Agreement --**
Copy of proceedings/Details regarding the voting results at the 42nd AGM held on August 03, 2015.

Date of AGM : 03/08/2015

Total number of shareholders on record date: 15056

No. of shareholders present in the meeting either in person or by proxy:

Promoters and Promoter Group: 10

Public : 42

No. of shareholders attended the meeting through Video conferencing: NA

The businesses transacted along with their respective voting results are attached.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For **THIRUMALAI CHEMICALS LIMITED**

T. RAJAGOPALAN.

COMPANY SECRETARY.

MANUFACTURERS OF : PHTHALIC ANHYDRIDE, MALEIC ANHYDRIDE AND SYNTHETIC FOOD ACIDULANTS

FACTORY : SIPCOT Industrial Complex, Ranipet-632 403, Tamilnadu, India. Phone + 91-04172-244441 / 42, Fax : +91-04172-244308 E-mail : mail@thirumalaichemicals.com.

1. Subject Matter of Resolution:

Adoption of the Directors' Report and the Audited Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date and the Auditors' Report thereon.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	44	4,409,707	03	57		
Poll (B)	39	596,159			01	116
Total (A)+(B)	83	5,005,866	03	57	01	116

Resolution with % of Majority over the votes cast: 100%

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT the Audited Balance Sheet as at 31st March 2015 and the Audited Profit and Loss Account for the year ended on that date, together with the notes thereon and the Reports of the Board of Directors and Auditors thereon; standalone as well as consolidated; be and are hereby approved and adopted.”

2. Subject Matter of Resolution:

Declaration of dividend @Rs.4 per equity share for the financial year ended March 31, 2015.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	44	4,409,707	03	57		
Poll (B)	39	596,159			01	116
Total (A)+(B)	83	5,005,866	03	57	01	116

Resolution with % of Majority over the votes cast: 100%

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT a dividend of Rs 4.00 per equity share on the paid equity share capital of the company as recommended by the Board be and is hereby declared.”



3. Subject Matter of Resolution:

Reappointment of Mr.R.Sampath, Director who retires by rotation.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	27	4,106,457	20	303,307		
Poll (B)	39	596,159			01	116
Total (A)+(B)	66	4,702,616	20	303,307	01	116

Resolution with % of Majority over the votes cast: 93.94%

Result: Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT Mr. R. Sampath, a Director of the Company, who retires by rotation and being eligible offers himself for reappointment, be and is hereby reappointed as Director of the Company.”

4. Subject Matter of Resolution:

Appointment of Statutory Auditors for Financial Year 2015-16.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	44	4,409,707	03	57		
Poll (B)	39	596,159			01	116
Total (A)+(B)	83	5,005,866	03	57	01	116

Resolution with % of Majority over the votes cast: 100%

Result: Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT retiring auditors M/s CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W), be and are hereby reappointed as Auditors of the Company to hold the office until the conclusion of next Annual General Meeting, on a remuneration to be determined by the Board of Directors in consultation with them.”



5. Subject Matter of Resolution:

Appointment of Mrs. Ramya Bharathram (holding DIN 06367352) as a director of the company.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	29	4,119,374	18	290,390		
Poll (B)	39	596,159			01	116
Total (A)+(B)	68	4,715,533	18	290,390	01	116

Resolution with % of Majority over the votes cast: 94.20%

Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“Resolved that pursuant to the provisions of Section 152 and 160 of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Ramya Bharathram (holding DIN 06367352) be and is hereby appointed as a Director of the Company, whose office is liable to retire by rotation.”

6. Subject Matter of Resolution:

Appointment of Mrs. Ramya Bharathram (holding DIN 06367352) as a Whole-time Director of the Company

Nature of Resolution: Special Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	30	4,119,474	17	290,290		
Poll (B)	39	596,159			01	116
Total (A)+(B)	69	4,715,633	17	290,290	01	116

Resolution with % of Majority over the votes cast: 94.20%

Result: The Chairman declared that the following Special Resolution had been passed with requisite majority.

“RESOLVED THAT pursuant to the section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Mrs. Ramya Bharathram (DIN 06367352), Director, be and is hereby appointed as a Whole-time Director of the Company under section



196 of the Companies Act, 2013 with effect from 03.11.2014 for a period of three years and is liable to retire by rotation, upon remuneration and benefits as detailed below and be designated as "Executive Director".

Remuneration:

For the period 3-11-2014 to 31-3-2015:

- 1) Basic Salary starting at Rs.23.75 Lakhs per annum for the period 3-11-2014 to 31-3-2015.
- 2) Company's contributions to PF, Gratuity, Superannuation Fund, Encashment of Leave and Insurance as per Rules. These shall not be included in the computation of limits/ restrictions for remuneration or perquisites as prescribed aforesaid under section II of part II of schedule V of the Companies Act, 2013 and Mrs. Ramya Bharathram shall be entitled to the same.
- 3) Allowances and Benefits: including HRA, LTA, CCA, other medical benefits and allowances, Travel or Car allowances, and other Allowances and Benefits, up to and not to exceed 50 percent of the Annual Basic salary, as above.
- 4) Performance Incentives, not exceeding 40 percent of the Annual Basic salary, of the relevant year for which eligible.

For the period 1-4-2015 to 2-11-2017:

- 1) Basic Salary starting at Rs.3 Lakhs per month for the financial year 1-4-2015 to 31-3-2016 with an annual increment up to 20% of Basic Salary, as may be decided by the Board based on performance.
- 2) Company's contributions to PF, Gratuity, Superannuation Fund, Encashment of Leave, and Insurance as per Rules. These shall not be included in the computation of limits/restrictions for remuneration or perquisites as prescribed aforesaid under section II of part II of the schedule V of the Companies Act, 2013 and Mrs. Ramya Bharathram shall be entitled to the same.
- 3) Allowances and Benefits: including HRA, LTA, CCA, medical benefits and allowances, Travel or Car allowances, and other Allowances and Benefits, up to and not to exceed 100% percent of the Annual Basic salary, as above.
- 4) Commission up to 2% of net profits of the company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013, but subject to the Annual Basic salary of the relevant year for which she is eligible and paid, as defined in item 1 above. The actual percentage of commission will be decided by the Board, for each financial year on completion.

FURTHER RESOLVED THAT within the overall limits as specified above, the Board has the power to determine individual component(s) of remuneration.

RESOLVED FURTHER THAT in any financial year during the currency of the tenure of the Mrs. Ramya Bharathram, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, as permissible under Section-II, Part-II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) or up to such other limits as may be prescribed by the Government from time to time as minimum remuneration ; or if required subject to obtaining of Central Government approval as required under sec. 197 or other applicable provisions of the Companies Act, 2013 or any re-enactments thereof."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."



7. Subject Matter of Resolution:

Modification of remuneration of Mr. R. Parthasarathy (DIN: 00092172), Managing Director of the company

Nature of Resolution: Special Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	28	4,106,557	19	303,207		
Poll (B)	39	596,159			01	116
Total (A)+(B)	67	4,702,716	19	303,207	01	116

Resolution with % of Majority over the votes cast: 93.94%

Result: The Chairman declared that the following Special Resolution had been passed with requisite majority.

“RESOLVED THAT in partial modification of the resolution of the members passed in the Annual General Meeting held on 5-7-2013, and in terms of the provisions of section 196 and other applicable provisions of Companies Act, 2013 (including any amendment/modification thereof), the remuneration of Mr. R. Parthasarathy (DIN: 00092172), Vice-Chairman and Managing Director of the company be revised as follows with effect from 1-4-2015 till 31-7-2016:

- i) Basic Salary Rs.9 Lakhs per month (with an annual increment of Rs.1 Lakh in April of each year).
- ii) Allowances and Benefits: including HRA, LTA, CCA, other medical benefits and allowances, Travel or Car allowances, and other Allowances and Benefits, up to and not to exceed 50% percent of the Annual Basic salary, as above
- iii) Commission up to 3 % of net profits of the Company as computed under Section 198 of the Companies Act, 2013.
- iv) In addition to the above remuneration, Mr. R. Parthasarathy shall be entitled to Company's contribution to Provident Fund and Superannuation Fund, applicable as per rules/norms, or payments made in lieu of such contributions; Gratuity payment at the end of tenure and encashment of leave as per rules of the Company. These shall not be included in the computation of limits/restrictions for remuneration or perquisites as prescribed aforesaid under section II of part II of the schedule V of the Companies Act, 2013 and Mr. R. Parthasarathy shall be entitled to the same.

FURTHER RESOLVED THAT within the overall limits as specified above, the Board has the power to determine individual component(s) of remuneration.



RESOLVED FURTHER THAT in any financial year during the currency of the tenure of Mr R. Parthasarathy the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, as permissible under Section-II, Part-II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration or if required subject to obtaining of Central Government approval as required under sec. 197 or other applicable provisions of the Companies Act, 2013 or any re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. Subject Matter of Resolution:

To ratify the remuneration of Cost Auditor for Financial Year 2015-16.

Nature of Resolution: Ordinary Resolution

Mode of Voting	E-Voting and Poll					
	Valid and Voted in Favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their vote	No. Shares held / No. of Votes.	Number of members cast their vote	No. Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting(A)	44	4,409,707	03	57		
Poll (B)	39	596,159			01	116
Total (A)+(B)	83	5,005,866	03	57	01	116

Resolution with % of Majority over the votes cast: 100%

Result: Result: The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT subject to approval as may be required from the Central Government the appointment of Mr. G. Sundaresan, Cost Accountant, as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for the Financial Year 2015-16 for a remuneration of Rs.25,000/- in addition to reimbursement of out of pocket expenses, be and is hereby ratified.”



The Chairman
Thirumalai Chemicals Limited
Thirumalai House Road No 29,
Near Sion Hill Fort, Sion East,
Mumbai-400022

Dear Sir,

Sub: Result of E-voting & Poll

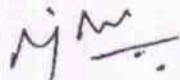
This is with reference to our appointment to scrutinizing the e-voting and voting on poll at the 42nd Annual General Meeting of the Members of the Company held on August 03, 2015.

We are enclosing herewith the following;

1. Report of the Scrutinizer on e-voting
2. Result of Poll results at the AGM
3. Consolidated Results of e-voting and Poll

Trust you will find the same in order. We will, however, be happy to answer your queries, if any, on the same.

Thanking you,
Yours faithfully,



MANOJ MIMANI
ACS No. 17083
CP No. 11601

Dated: August 05, 2015

Place: Mumbai

Encl.; As above

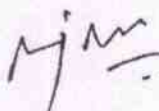


I - Report on results of e-voting

Summary of e-voting Results

EVSN Reference No.	150612003
Voting Start Date	July 30, 2015 at 10.00 A M
Voting End Date	August 02, 2015 at 5.00 P M

Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	44	4,409,707	3	57	Nil	Nil
2	44	4,409,707	3	57	Nil	Nil
3	27	4,106,457	20	303,307	Nil	Nil
4	44	4,409,707	3	57	Nil	Nil
5	29	4,119,374	18	290,390	Nil	Nil
6	30	4,119,474	17	290,290	Nil	Nil
7	28	4,106,557	19	303,207	Nil	Nil
8	44	4,409,707	3	57	Nil	Nil


MANOJ MIMANI
ACS No. 17083
CP No. 11601

Dated: August 05, 2015
Place: Mumbai



II: Report of Scrutinizer on Poll

FORM No. MGT-13

Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

The Chairman

Thirumalai Chemicals Limited

Thirumalai House Road No 29

Near Sion Hill Fort, Sion East, Mumbai-400022

Ref. **42nd Annual General Meeting of the Equity Shareholders of Thirumalai Chemicals Limited held on August 03, 2015**

Dear Sir,

I, Manoj Mimani Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 42nd Annual General Meeting of the Shareholders of **Thirumalai Chemicals Limited**, held on August 03, 2015 at 2.30 p.m. at Mysore Auditorium, Matunga (East), Mumbai, and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(1) 'Adoption of Financial Statements of the Company for the financial year ended March 31, 2015

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
39	596,159	99.98

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
01	116

(2) Declaration of Dividend for the financial year ended March 31, 2015

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
39	596,159	99.98

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
01	116

(3) Appointment of Director in place of Mr. R Sampath who retires by rotation and being eligible offered himself for re-appointment

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
39	596,159	99.98

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
01	116

(4) Appointment of statutory auditors of the Company for 2015-16 and fix their remuneration.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
39	596,159	99.98



R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
01	116

(5) Appointment of Mrs. Ramya Bharathram as Director of the Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
39	596,159	99.98

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
01	116

(6) Appointment of Mrs. Ramya Bharathram as an Executive Director of the Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
39	596,159	99.98

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
01	116



(7) Revision in the remuneration of Mr. R. Parthasarathy Managing Director of the Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
39	596,159	99.98

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
01	116

(8) To ratify the remuneration of Cost Auditor

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
39	596,159	99.98

(ii) Voted **against** the resolution:

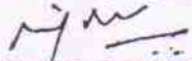
Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
01	116

5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company Secretary.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary keeping in safe record.


MANOJ MIMANI
ACS No. 17083
CP No. 11601

Dated: August 05, 2015

Place: Mumbai



III - Report on consolidated results

Based on result of e-voting and Poll at the 42nd Annual General Meeting of the members of the **Thirumalai Chemicals Limited** held on Monday, August 03, 2015 at 2.30 p.m., Consolidated Results of each item of the Agenda as set out in the notice of AGM dated May 06, 2015 is narrated here-in-below;

Item No.1

Adoption of Financial Statements of the Company for the financial year ended March 31, 2015

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,409,707	596,159	5,005,866	100.00
Dissent	57	Nil	57	Nil
Total	4,409,764	596,159	5,005,923	

Accordingly, out of the total **5,005,923** valid votes cast via e-voting and poll, 5,005,866 votes were cast **assenting** to the ordinary resolution and 57 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 1 of the notice dated May 06, 2015 is passed with **requisite majority**.

Item No.2

Declaration of Dividend for the financial year ended March 31, 2015

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,409,707	596,159	5,005,866	100.00
Dissent	57	Nil	57	Nil
Total	4,409,764	596,159	5,005,923	

Accordingly, out of the total **5,005,923** valid votes cast via e-voting and poll, 5,005,866 votes were cast **assenting** to the ordinary resolution and 57 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 2 of the notice dated May 06, 2015 is passed with **requisite majority**.



Item No. 3

Appointment of Director in place of Mr. R Sampath who retires by rotation and being eligible offered himself for re-appointment

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,106,457	596,159	4,702,616	93.94
Dissent	303,307	Nil	303,307	6.06
Total	4,409,764	596,159	5,005,923	

Accordingly, out of the total **5,005,923** valid votes cast via e-voting and poll, 4,702,616 votes were cast **assenting** to the ordinary resolution and 303,307 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 3 of the notice dated May 06, 2015 is passed with **requisite majority**.

Item No. 4

Appointment of statutory auditors of the Company for 2015-16 and fix their remuneration.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,409,707	596,159	5,005,866	100.00
Dissent	57	Nil	57	Nil
Total	4,409,764	596,159	5,005,923	

Accordingly, out of the total **5,005,923** valid votes cast via e-voting and poll, 5,005,866 votes were cast **assenting** to the ordinary resolution and 57 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 4 of the notice dated May 06, 2015 is passed with **requisite majority**.

Item No. 5

Appointment of Mrs. Ramya Bharathram as Director of the Company

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,119,374	596,159	4,715,533	94.20
Dissent	290,390	Nil	290,390	5.80
Total	4,409,764	596,159	5,005,923	



Accordingly, out of the total **5,005,923** valid votes cast via e-voting and poll, 4,715,533 votes were cast **assenting** to the ordinary resolution and 290,390 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 5 of the notice dated May 06, 2015 is passed with **requisite majority**.

Item No. 6

Appointment of Mrs. Ramya Bharathram as an Executive Director of the Company

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,119,474	596,159	4,715,633	94.20
Dissent	290,290	Nil	290,290	5.80
Total	4,409,764	596,159	5,005,923	

Accordingly, out of the total **5,005,923** valid votes cast via e-voting and poll, 4,715,633 votes were cast **assenting** to the special resolution and 290,290 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no. 6 of the notice dated May 06, 2015 is passed with **requisite majority**

Item No. 7

Revision in the remuneration of Mr. R. Parthasarathy, Managing Director of the Company

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,106,557	596,159	4,702,716	93.94
Dissent	303,207	Nil	303,207	6.06
Total	4,409,764	596,159	5,005,923	

Accordingly, out of the total **5,005,923** valid votes cast via e-voting and poll, 4,702,716 votes were cast **assenting** to the special resolution and 303,207 votes were cast **dissenting** to the special resolution.

Thus, the special resolution as contained in item no. 7 of the notice dated May 06, 2015 is passed with **requisite majority**



R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

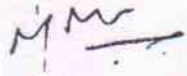
Item No. 8

To ratify the remuneration of Cost Auditor

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	4,409,707	596,159	5,005,866	100.00
Dissent	57	Nil	57	Nil
Total	4,409,764	596,159	5,005,923	

Accordingly, out of the total **5,005,923** valid votes cast via e-voting and poll, 5,005,866 votes were cast **assenting** to the ordinary resolution and 57 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 8 of the notice dated May 06, 2015 is passed with **requisite majority**.


MANOJ MIMANI
ACS No. 17083
CP No. 11601

Dated: August 05, 2015
Place: Mumbai

